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EX PARTE

June 6, 2000

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

**RE: Application of GTE Corporation and Bell Atlantic Corporation For Consent to
Transfer Control of Certain Licenses and Authorizations, CC Docket No. 98-184**

Dear Ms. Salas:

The attached was provided to the staff as further definition of the applicants' proposed merger conditions. Please enter the enclosed document into the record in this matter.

Two copies of this notice are being submitted to the Secretary of the FCC in accordance with section 1.1206 of the Commission's rules.

Please call me if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Patricia E. Koch", written over a horizontal line.

Enclosures

cc: Ms. D. Attwood
Ms. R. Beynon
Ms. K. Brown
Ms. M. Carey
Mr. K. Dixon
Mr. J. Goldstein
Mr. M. Jacobs
Ms. J. Mikes
Ms S. Whitesell

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List A B C D E

Paragraph 3(d)(1) Ownership of Advanced Services Equipment (bold language is new; otherwise, same language as BA/GTE's proposal, but separated from main text of 3(d)(1):

(i) Bell Atlantic/GTE retains the option of deploying Advanced Services equipment at Remote Terminals and deploying related equipment in central offices through the incumbent LECs in order to provide wholesale access arrangements to carriers, provided that such equipment is used by Bell Atlantic/GTE solely to provide such wholesale arrangements and is based on industry standards where they exist, and that Bell Atlantic/GTE provides such wholesale arrangements to competing carriers on the same non-discriminatory rates, terms, and conditions as they are provided to the Advanced Services Affiliate. **The provisions of Paragraph 7 below control Bell Atlantic/GTE's offering of such wholesale access arrangement.**

(ii) Within 60 days following the Merger Closing Date, Bell Atlantic/GTE shall begin a collaborative with the CLECS, ILECs and equipment manufacturers. The purpose of the collaborative will be explore the most efficient and acceptable means for ILECs to provide wholesale access arrangements in remote terminals, **and to resolve operational, technical, and other issues related to provisioning such wholesale arrangements to telecommunications carriers.** The collaborative will be held at a single location on mutually agreeable dates, **and in accordance with the rules specified in paragraphs 19(b) and 21 of these Conditions.** Bell Atlantic/GTE will submit periodic reports summarizing the results of the collaborative to the Chief of the Common Carrier Bureau.¹

¹ Bell Atlantic/GTE shall participate in good faith in these collaborative sessions, and examine all operational, technical, and associated issues pertaining to its proposed arrangement.

**New Paragraph 7 (and renumber existing paragraph 7 and subsequent paragraphs):
Draft Bell Atlantic/GTE Remote Terminal Language**

7. Bell Atlantic/GTE incumbent LECs may own, deploy, install, and operate, on an integrated basis, Advanced Services Equipment consisting of integrated cards and channel banks installed in its remote terminals (and related equipment) for the purpose of providing wholesale access arrangements to carriers (including its Advanced Services Affiliate), throughout its entire service area, provided that Bell Atlantic/GTE strictly complies with these Conditions.

a. In any areas served by a remote terminal where Bell Atlantic/GTE incumbent LECs have deployed Advanced Services Equipment in that remote terminal as permitted under this paragraph, Bell Atlantic/GTE incumbent LECs shall make available to carriers (including the Advanced Services Affiliate) a wholesale service arrangement used to provide advanced services to consumers, consisting of the integrated combination of: (a) Advanced Services Equipment installed in Bell Atlantic/GTE's remote terminals;² (b) Advanced Services Equipment installed in Bell Atlantic/GTE's central offices³ to support advanced services provided through the Advanced Services Equipment installed in remote terminals; (c) the fiber feeder portion of the local loop between the central office and the remote terminal combined with use of the Advanced Services Equipment installed in the remote terminal and the central office, (d) the copper sub-loop between the remote terminal and the customer premises; and (e) all associate systems, processes, and procedures used to obtain the wholesale access arrangement, separately or in combination with an integrated voice and data offering, from Bell Atlantic/GTE's incumbent LECs.

b. Bell Atlantic/GTE incumbent LECs shall allow carriers to use all available features and functionalities of the Advanced Services Equipment deployed by the Bell Atlantic/GTE incumbent LECs in the remote terminal and the central office, upon request and to the extent technically feasible. Bell Atlantic/GTE incumbent LECs shall not restrict the use of such equipment to the method of operation (such as bit rate) used by Bell Atlantic/GTE incumbent LECs for their Advanced Services Affiliate, provided that the requesting carrier shall not impair the Bell Atlantic/GTE incumbent LECs' operation and administration of such equipment. As enhancements or improvements are made available by the manufacturer to the Advanced Services Equipment deployed by Bell Atlantic/GTE,⁴ Bell Atlantic/GTE incumbent LECs shall permit requesting carriers to order such enhancements or improvements. The requesting carriers shall bear the actual costs directly incurred associated with installing, procuring, and/or using any features, functionalities, methods of operation, and requested enhancements and/or improvements not used by Bell Atlantic/GTE incumbent LECs.

² The Asymmetrical Digital Line Unit (ADLU) Card, which is manufactured by Alcatel for use with its Litespan 2000 channel banks, is one example of such Advanced Services Equipment.

³ The CBX 500 Multiservice ATM switch, which is manufactured by Lucent Technologies, is one example of such Advanced Services Equipment.

⁴ Enhancements and/or improvements are presumed to be "made available" when the manufacturer notifies the public that production-ready equipment is available for delivery in commercial volumes in advertisements, technical specifications, general product descriptions, or discussions with potential customers.

Bell Atlantic/GTE incumbent LECs shall provide access to the wholesale arrangement at rates, terms, and conditions that are just, reasonable, and non-discriminatory. Bell Atlantic/GTE shall incorporate modifications to the performance measurements established in the Carrier-to-Carrier Performance Plan ("Performance Plan") contained in these Conditions, or additional performance measurements, to measure its performance with respect to its wholesale access arrangement.

c. The authority contained herein to own, deploy, install, and operate Advanced Services Equipment installed in remote terminals does not extend to Advanced Services Equipment installed in central offices, except to the extent such equipment is combined with Advanced Services Equipment installed in remote terminals to provide the integrated wholesale access arrangement described above.